

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

ROBERT H. AYLOR, JR., On Behalf Of Himself : Civil Action No. 05-0222 (SLR)
and All Others Similarly Situated, : Class Action

Plaintiff, :

v. :

XYBERNAUT CORPORATION, EDWARD G. :
NEWMAN, STEVEN A. NEWMAN, M.D., and :
THOMAS D. DAVIS, :

Defendants. :

MOSHE TAL, On Behalf Of Himself and All : Civil Action No. 05-0242 (SLR)
Others Similarly Situated, : Class Action

Plaintiff, :

v. :

XYBERNAUT CORPORATION, EDWARD G. :
NEWMAN, STEVEN A. NEWMAN, M.D., and :
THOMAS D. DAVIS, :

Defendants. :

[Captions Continued On Next Page]

**DECLARATION OF JESSICA ZELDIN IN SUPPORT OF
THE XYBERNAUT INVESTORS GROUP'S MOTION FOR CONSOLIDATION,
FOR APPOINTMENT AS LEAD PLAINTIFF, AND FOR APPROVAL
OF THEIR SELECTION OF LEAD AND LIAISON COUNSEL**

MICHAEL FEHRENBACHER, Individually and On Behalf Of All Others Similarly Situated,	:	Civil Action No. 05-0256 (SLR) Class Action
Plaintiff,	:	
v.	:	
XYBERNAUT CORPORATION, EDWARD G. NEWMAN, STEVEN A. NEWMAN, M.D., and THOMAS D. DAVIS,	:	
Defendants.	:	
<hr/>		
JEFFREY M. JASKOL AND STACEY J. JASKOL, Individually and On Behalf Of All Others Similarly Situated,	:	Civil Action No. 05-0268 (SLR) Class Action
Plaintiffs,	:	
v.	:	
XYBERNAUT CORPORATION, EDWARD G. NEWMAN, STEVEN A. NEWMAN, THOMAS D. DAVIS, BRUCE C. HAYDEN, and GRANT THORNTON LLP,	:	
Defendants.	:	
<hr/>		
JOSEPH DANIEL WAUHOP, On Behalf Of Himself and All Others Similarly Situated,	:	Civil Action No. 05-0310 (SLR) Class Action
Plaintiff,	:	
v.	:	
XYBERNAUT CORPORATION, EDWARD G. NEWMAN, STEVEN A. NEWMAN, M.D., THOMAS D. DAVIS, JOHN F. MOYNAHAN, and GRANT THORNTON, LLP,	:	
Defendants.	:	
<hr/>		

CHRISTINA W. DONNELLY, JOHN DONNELLY, JAMES G. WILLIAMSON, and RICHARD W. DEARBORN,	:	Civil Action No. 05-0334 (JJF) Class Action
Plaintiffs,	:	
v.	:	
XYBERNAUT CORPORATION, EDWARD G. NEWMAN, STEVEN A. NEWMAN, THOMAS D. DAVIS, BRUCE C. HAYDEN, and GRANT THORNTON LLP,	:	
Defendants.	:	
<hr/>		
CHARLES W. SMITH, Individually and On Behalf OF All Others Similarly Situated,	:	Civil Action No. 05-0354 (SLR) Class Action
Plaintiff,	:	
v.	:	
XYBERNAUT CORPORATION, EDWARD G. NEWMAN, STEVEN A. NEWMAN, THOMAS D. DAVIS, BRUCE C. HAYDEN, and GRANT THORNTON, LLP,	:	
Defendants.	:	
<hr/>		

JESSICA ZELDIN hereby declares as follows:

1. I am an attorney with the law firm of Rosenthal, Monhait, Gross & Goddess, P.A. ("Rosenthal Monhait"), proposed liaison counsel for Donald T. Ogle, Jr., Wei Wang, Tom Johnson, Michael Taylor, and Robert A. Schultz (referred to collectively herein as "Movant" or "Xybernaut Investors Group").
2. I respectfully submit this declaration in support of the Xybernaut Investors Group's motion for consolidation, appointment as lead plaintiff, and approval of Movant's selection of

Shepherd Finkelman Miller & Shah, LLC and Schatz & Nobel, P.C. to serve as co-lead counsel, and Rosenthal Monhait to serve as liaison counsel.

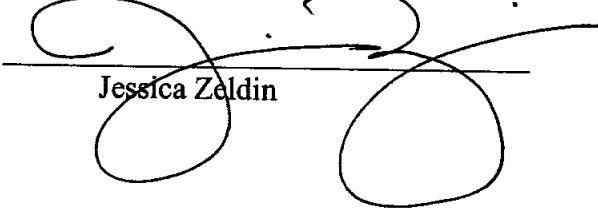
3. Attached hereto as Exhibit A is a true and correct copy of the notice published over PR Newswire on April 15, 2005 by counsel to the plaintiffs in Aylor v. Xybernaut Corp., et al.

4. Attached hereto as Exhibit B are true and correct copies of the certifications of Donald T. Ogle, Jr., Wei Wang, Tom Johnson, Michael Taylor, and Robert A. Schultz.

5. Attached hereto as Exhibit C are true and correct copies of the firm resumes of Shepherd Finkelman Miller & Shah, LLC, Schatz & Nobel, P.C., and Rosenthal Monhait.

I declare, under penalty of perjury, that the foregoing is true and correct.

Executed on June 14, 2005.



Jessica Zeldin